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March 2, 1995

*Time Memorial - A*  
9272-A  
MAR 3 1995 11:45 AM

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission original counterparts of the document described below.

This document is a Memorandum of Lease Assignment, a "secondary document", dated as of March 2, 1995. The document to which this is connected is the Memorandum of Lease Assignment dated as of March 2, 1995, which is being filed with the Commission today.

The names and addresses of the parties to the document are as follows:

ASSIGNOR: SN Locomotive Lease Co., Ltd.  
In care of Sanwa Business Credit Co., Ltd.  
6-1, Nishi-shinjuku 1-chome  
Shinjuku-ku  
Tokyo, Japan  
ASSIGNEE: The Sanwa Bank Limited,  
Atlanta Agency  
133 Peachtree Street, N.E.  
Atlanta, Georgia 30303

*Please enter separately, under the name of the assignee,  
The Sanwa Bank Limited saying  
See Recitation No. \_\_\_\_\_ -H*

*Counterparts -  
C. H. Johnson*

RECEIVED  
OFFICE OF THE  
SECRETARY  
MAR 3 1995 11:45 AM  
LICENSING BRANCH

The equipment covered by the document is as follows:

| <u>Number<br/>of<br/>Units</u> | <u>General<br/>Description</u>        | <u>AAR<br/>Symbol</u> | <u>Railroad's<br/>Road Numbers<br/>(both inclusive)</u> |
|--------------------------------|---------------------------------------|-----------------------|---|
| 22                             | 6-axle diesel-electric<br>locomotives | C-C                   | 8849-8870   |

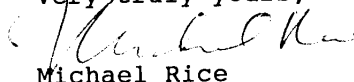
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Memorandum of Lease Assignment dated as of March 2, 1995, between SN Locomotive Lease Co., Ltd., as assignor, and The Sanwa Bank Limited, Atlanta Agency, as assignee, and covering 22 diesel-electric locomotives (numbered NS 8849-8870).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Encl.

Res No. -A

10271-A

MAR 6 1995 11:11 AM

COMMUNICATIONS COMMISSION

MEMORANDUM OF LEASE ASSIGNMENT dated as of March 2, 1995, between SN LOCOMOTIVE LEASE CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE SANWA BANK LIMITED, ATLANTA AGENCY (hereinafter called the **Security Agent**).

WHEREAS the Borrower and Norfolk Southern Railway Company are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering twenty-two General Electric model Dash 9-40C diesel-electric locomotives bearing the road numbers of Norfolk Southern Railway Company 8849 through 8870; and

WHEREAS the Borrower and the Security Agent are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof and supplements thereto, pursuant to which the aforesaid Lease and supplements thereto are being assigned by the Borrower to the Security Agent.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the aforesaid Lease Agreement to the Security Agent, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SN LOCOMOTIVE LEASE CO., LTD.

by [Signature]  
Title: Attorney-in-fact

THE SANWA BANK LIMITED,  
ATLANTA AGENCY

by [Signature]  
Title: General Manager

STATE OF GEORGIA

COUNTY OF FULTON

)  
)  
)

SS.:

On this 24<sup>th</sup> day of March, 1995, before me personally appeared Keicchi Nakamura, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact of SN LOCOMOTIVE LEASE CO., LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Clark W. McKay*  
.....  
Notary Public

My commission expires Notary Public, Fulton County, Georgia  
My Commission Expires July 22, 1995

STATE OF GEORGIA

COUNTY OF FULTON

)  
)  
)

SS.:

On this 24<sup>th</sup> day of March, 1995, before me personally appeared Kazuhiro Hori, to me personally known, who, by me being duly sworn, says that he is General Manager of THE SANWA BANK LIMITED, ATLANTA AGENCY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Clark W. McKay*  
.....  
Notary Public

My commission expires

Notary Public, Fulton County, Georgia  
My Commission Expires July 22, 1995